

1 MICHAEL JAY BERGER (State Bar # 100291)
2 LAW OFFICES OF MICHAEL JAY BERGER
3 9454 Wilshire Blvd. 6th Floor
4 Beverly Hills, CA 90212-2929
5 Telephone: (310) 271-6223
6 Facsimile: (310) 271-9805
7 E-mail: michael.berger@bankruptcypower.com

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10 *Proposed Counsel for Debtor and Debtor-in-Possession,*
11 Cherry Man Industries, Inc.

12 UNITED STATES BANKRUPTCY COURT

13 CENTRAL DISTRICT OF CALIFORNIA

14 LOS ANGELES DIVISION

15 In re:) CASE NO.: 2:22-bk-11471-NB
16 CHERRY MAN INDUSTRIES, INC.,) Chapter 11
17 Debtor and Debtor-in-Possession.) DEBTOR'S NOTICE OF MOTION AND
18) **EMERGENCY MOTION FOR ORDER**
19) AUTHORIZING PAYMENT OF WAGES
20) AND RELATED EXPENSES;
21) MEMORANDUM OF POINTS AND
22) AUTHORITIES; DECLARATION OF
23) FRANK LIN IN SUPPORT THEREOF
24) [LBR 2081-1 and LBR 9075]
25)
26) Hearing Scheduled For:
27) Date: March 22, 2022
28) Time: 1:00 p.m.
29) Place: Courtroom 1545
30) 255 East Temple St., Suite 1552
31) Los Angeles, CA 90012
32)
33) ZoomGov Instructions:
34) Meeting ID: 160 245 4670
35) Password: 011001
36) Meeting URL: <https://cacb.zoomgov.com/j/1602454670>
37) Telephone: +1 669-254-5252 or +1 646-828-7666 or
38) 833-568-8864 (Toll Free)

39
40 TO THE HONORABLE NEIL W. BASON, JUDGE OF THE UNITED STATES
41
42 BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA, THE OFFICE OF
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44

**THE UNITED STATES TRUSTEE, TO THE SECURED CREDITORS, TO THE
TWENTY LARGEST UNSECURED CREDITORS, AND TO ALL OTHER
INTERESTED PARTIES AND THEIR COUNSEL OF RECORD:**

Cherry Man Industries, Inc., the Debtor and Debtor-in-Possession ("Debtor") in the above captioned chapter 11 case, by and through its undersigned proposed counsel will and hereby does move this Court on an emergency basis pursuant to sections 105(a), 363(b), 507(a)(4), (5) and (8) and 541(b)(7) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), for entry of an order (a) authorizing the Debtor to (i) pay prepetition wages, salaries and commissions to employees, and (ii) to pay prepetition benefits and continue maintenance of employee benefit programs, including workers' compensation (the "Motion").

On March 17, 2022, (the "Petition Date") Debtor commenced the instant bankruptcy case by filing a voluntary emergency petition for relief under chapter 11 of the Bankruptcy Code. Debtor is continuing in possession and managing its business as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

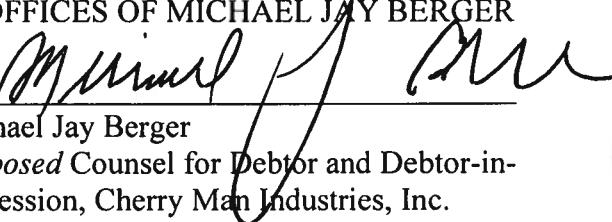
As of the Petition Date the Debtor estimates it owes approximately \$163,107.02 in outstanding salaries and wages to its approximately fifty (50) employees (including two insiders Frank Lin and Edward Kim) for the payroll period of March 5, 2022 through and including March 19, 2022 to be issued on pay date March 25, 2022. By this Motion, the Debtor seeks authority to pay prepetition employee compensation.

This Motion is made on the basis of the Motion, the Declaration of Frank Lin, the Memorandum of Points and Authorities, and on such other evidence as the Court elects to consider prior to or at the hearing on this matter.

1 **WHEREFORE**, the Debtor prays that the Court enter an order granting the relief
2 requested above, and such additional relief as the Court deems just and proper.

3 Dated: March 21, 2022

4 LAW OFFICES OF MICHAEL JAY BERGER

5 By: 

6 Michael Jay Berger
7 *Proposed Counsel for Debtor and Debtor-in-*
8 *Possession, Cherry Man Industries, Inc.*

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MEMORANDUM OF POINTS AND AUTHORITIES

DEBTOR'S BUSINESS

Cherry Man Industries, Inc. was started in 2002 by Frank Lin. Debtor is one of the largest nationwide importers and distributors of office furniture case goods. Debtor imports and distributes high end commercial and office furniture with a sophisticated aesthetic manufactured in China and imported to the United States. In addition, Debtor's business is committed to sustainability as a guiding principle. Debtor is headquartered in El Segundo, California, with five distribution centers across the United States totaling over one million square feet in Fontana, CA, Aurora Illinois, Buford, Georgia, Grand Prairie, Texas, and Logan Township, New Jersey.

RELIEF REQUESTED

Cherry Man Industries, Inc. ("Debtor") has approximately fifty (50) employees consisting of salaried workers, hourly workers, and commissioned sales people. Debtor normally pays every two weeks on Friday for the two week period ending the preceding Saturday. The Debtor will issue payroll checks on March 25, 2022 for the two week period beginning on March 5, 2022, through and including March 19, 2022 (the "Period"). The gross payroll for all outstanding wages, salaried, employees and employer taxes for the period is approximately \$163,107.02. The gross pay amount of \$163,107.02 includes the two insiders. The amount of the gross pay without the two insiders is \$139,177.09. The two insiders will not be paid at the same time as the other employees. Their pay will be held. The two insiders will follow the compensation guidelines under Local Bankruptcy Rule 2014-1(a)(3).

Attached to the Declaration of Frank Lim (the "Lin Decl.") as **Exhibit 1** is a spreadsheet containing a roster of the Debtor's employees and the outstanding prepetition wages owed for the Period.

1 There are two insiders Frank Lin, President of Cherry Man Industries, Inc. and Edward
2 Kim, Treasurer of Cherry Man Industries, Inc. The gross payroll for all outstanding wages,
3 salaried, employees and employer taxes for the period is approximately \$163,107.02 The gross
4 pay amount of \$163,107.02 includes the two insiders. The amount of the gross pay without the
5 two insiders is \$139,177.09. The two insiders will not be paid at the same time as the other
6 employees. Their pay will be held. The two insiders will follow the compensation guidelines
7 under Local Bankruptcy Rule 2014-1(a)(3).

8
9 In order to maintain employees' morale, prevent employees from quitting, and facilitate a
10 successful reorganization, the Debtor recognizes the need to be able to pay the employees'
11 compensation and pre-petition expense reimbursement requests, if any. The Debtor believes that
12 failure to timely pay its Employees' Compensation will adversely affect its ability to retain its
13 employees and to operate its business, and thereby frustrate its efforts to reorganize.
14 Thus, without this Court's granting its approval of this Motion, the Debtor will lack authority to
15 make any payments to the workers for Employees' Compensation, which was earned and
16 accrued pre-petition by the employees. Procedural authorization for an emergency hearing on
17 the Motion is found in Local Bankruptcy Rules 9075 and 2081-1. The Debtor respectfully
18 submits that, on the facts of this case, emergency relief is both necessary and appropriate such
19 that the Debtors' employees can get compensated for the work done pre-petition.
20
21

22 By this Motion, Debtor seeks authority for payment of the Employees' Compensation on
23 the following terms and conditions:
24

25 1. Debtor will pay the Employees' Compensation only to the extent of the
26 \$13,650.00 priority limit per employee provided by Sections 507(a)(4) and 104 of
27
28

1 the Bankruptcy Code. An estimate of such wage claims is attached as Exhibit 2 to
2 the Lin Decl.

3 2. The Employees' Compensation will be paid only to those employees who
4 continue to be employed by Debtor as of the date of the hearing on this Motion.

5 Debtor believes that paying the Employees' Compensation as described hereinabove is
6 necessary to protect and preserve Debtor's business and will not impair the rights of any
7 creditors in the case.

8 **PREPETITION BENEFITS**

9 Prior to the Petition Date, Debtors offered their employees certain
10 benefits, including, without limitation, (i) medical and prescription d r u g benefits,
11 (ii) 401(k) plan benefits, (iii) life insurance, (iv) short-term disability programs, (v)
12 accidental death and dismemberment. Debtors have prepetition arrearages owed to the
13 medical plan, including payments for amounts withheld from employees. The Prepetition
14 Benefits are an integral and important part of each Employee's compensation
15 package. Cessation of these benefits would have a negative impact on the Employees
16 and would undermine Debtors' operations. Accordingly, Debtors respectfully request
17 authority to pay the Prepetition Benefits, including any pre-petition amounts, for the
18 Employees and their eligible dependents in the ordinary course of Debtors' business
19 when such obligations become due. The aggregate benefit costs are included in the
20 gross pay number of \$163,107.02 and the itemized earnings and benefits are
21 enumerated in **Exhibit 1** to the Lin Decl.

22 **WORKERS' COMPENSATION**

23 Debtor maintains Workers' Compensation coverage for its Employees pursuant

1 to the existing schemes and mechanisms in place in the respective states in which
2 Debtor operates. Debtor processes these claims through established procedures under
3 applicable state law in the ordinary course of Debtor's businesses. Debtors seek an order
4 permitting it, in its sole discretion, to continue its current procedures with regard to
5 processing and paying the Workers' Compensation Benefits.
6

7 **Events Precipitating the Chapter 11 Bankruptcy Filing**

8 The events that precipitated the filing of Debtor's Chapter 11 bankruptcy case were COVID-19
9 global pandemic which caused workers to work remotely. Consequently, business offices were
10 not redecorating and there was a precipitous drop in the purchasing of office furniture. Further,
11 the depressed sales made it difficult for the Debtor to meet its obligations to its primary secured
12 creditor Cathay Bank. When negotiations with Cathay Bank broke down the Debtor was forced
13 into bankruptcy protection for an opportunity to reorganize its balance sheet.
14

15 The Debtor's current cash situation is approximately \$1,000,000 on hand.
16

17 The Debtor's assets are estimated at \$22 million.
18

19 The Debtor's liabilities are estimated at \$10 to \$50 million.

20 **Prospects of Reorganization**

21 Debtor is confident that it can exit chapter 11 as a going concern. The Debtor has
22 reformulated the direction of its future business to reduce overhead and fixed costs in part by
23 rejecting three leases. As a result, the Debtor has a reasonable prospect of reorganizing through
24 chapter 11. The use of cash collateral to ensure no interruption in the operation of the Debtor's
25 business will enable Debtor to emerge as a reorganized Debtor. The Debtor is optimistic about
26 the prospects of its reorganizational efforts.
27
28

Without question, the Covid-19 pandemic has negatively impacted the Debtor's industry.
However, Debtor believes that the pandemic is temporary and many companies will resume
work at corporate offices and remote work will continue to be offered but more as a hybrid
offering. The return of workers to corporate offices will support the Debtor in its efforts to
propose a feasible reorganization plan.

III. ARGUMENT

A. This Court Is Authorized To Allow The Debtor To Pay The Employee Compensation

Section 105(a) of the United States Bankruptcy Code empowers the Court to issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the Bankruptcy Code. 11 U.S.C. §105. The basic purpose of Section 105(a) is "to enable the court to do whatever is necessary to aid in its jurisdiction, in anything arising in or relating to a bankruptcy case." 2 Collier on Bankruptcy ¶ 105.02 at 105-4 (15th ed. 1988). Essentially, Section 105(a) codifies the bankruptcy court's inherent equitable powers. See, *In re Feit & Drexler, Inc.*, 760 F.2d 406 (2d Cir. 1985).

Section 507(a)(4) of the Bankruptcy Code provides, in pertinent part, as follows:

(a) The following expenses and claims have priority in the following order:....
(4) Fourth, allowed unsecured claims, but only to the extent of \$12,475 [now \$13,650.00] for each individual ... earned within 180 days before the date of the filing of the petition ... for--
(A) wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual;

11 U.S.C. § 507(a)(3).

As set forth above, Section 507(a)(4) affords priority status to unsecured claims for wages, salaries or commissions, including vacation, severance, and sick leave pay earned by an

1 individual within 180 days before the filing of a bankruptcy petition to the extent of \$13,650.00
2 for each such individual.

3 Bankruptcy courts have authorized debtors to pay pre-petition priority wage claims as a
4 means of allowing debtors to maintain their work force and thereby preserve the debtor's ability
5 to operate in the ordinary course, without the disruption of employee defections.
6

7 "In the early days of this case, the court entered orders permitting the post- petition
8 payment of certain pre-petition wage and wage-related claims. As is often the case in
9 operating Chapter 11 cases, the court did this for two reasons. First, it was necessary that
10 Braniff pay its employees for work performed pre-petition if the employees were to
11 remain on the job post- petition. The filing of a bankruptcy case presents many
uncertainties for employees. If their pay is interrupted, employees are obviously not
going to remain on the job despite the fact that their continuation in place is vitally
important for the debtor.

12 Second, in any event, the pre-petition wages are subject to the priority of Section
13 507(a)(3). Thus, in all but the direst of circumstances, the debtor will ultimately pay the
14 pre-petition wages because of their very high priority. Accordingly, the court authorizes
their payment early in the case rather than requiring that the employees wait for payment
at the end of the case."

15
16 *In re Braniff, Inc.*, 218 B.R. 628, 633 (Bankr.M.D.Fla. 1998). See also *Columbia Gas*,
17 171 B.R. 189, 191-92 (Bankr. D. Del. 1994); *In re Lehigh & New England Ry. Co.*, 657 F. 2d
18 570, 581 (3rd Cir. 1981); *Ionosphere Club*, 98 B.R. 175 (Bankr. S.D.N.Y. 1989). *In re*
19 *Structurlite Plastics Corp.*, (*Structurlite I*) 86 Bankr. 922, 932 (Bankr. S.D. Ohio 1988), citing *In*
20 *re Chateaugay Corp.*, 80 Bankr. 279, 287 (S.D.N.Y. 1987); See also *In re Columbia Packing*
21 *Co.*, 35 Bankr. 447 (Bankr. D. Mass. 1983).

22
23 "Because wages are priority claims, courts have often permitted debtors to pay
24 prepetition wage claims in the ordinary course in response to a motion filed by a debtor in
25 possession at the commencement of a chapter 11 case. The ability to ensure that the
26 employees receive their unpaid prepetition salary and do not miss a paycheck is critical to
obtaining the stability necessary for the transition to operating as a debtor in possession."

27 Collier on Bankruptcy - 15th ed. Revised, ¶ 507.05[1] (2000).
28

1 The authority to make such payments was recognized by the Ninth Circuit in *In re*
2 *Adams Apple, Inc.*, 829 F.2d 1484 (9th Cir. 1987):

3 “[A]nother “fundamental tenet”--rehabilitation of debtors, which may supersede the
4 policy of equal treatment. Cases have permitted unequal treatment of pre-petition debts
5 when necessary for rehabilitation, in such contexts as (i) pre-petition wages to key
6 employees; (ii) hospital malpractice premiums incurred prior to filing; (iii) debts to
7 providers of unique and irreplaceable supplies; and (iv) peripheral benefits under labor
8 contracts. See Ordin, Case Comment, *In re Texlon Corporation*, 596 F.2d 1092 (2d
9 Cir.1979); Finality of Order of Bankruptcy Court, 54 Amer.Bankr.L.J. 173, 177 (1980).
10 ... [I]t illustrates a Congressional willingness to subordinate the interests of pre-petition
11 creditors to the goal of rehabilitation.”

12 *Adams Apple*, 829 F.2d at 1490.

13 In this case, without an order of this Court authorizing the Debtor to pay the pre-petition
14 Employees’ Compensation, there will be a severe risk that employees will leave the Debtor,
15 thereby jeopardizing the Debtor’s ability to maintain its operations and reorganize its financial
16 affairs.

17 **B. Debtor’s Relief is Justified on LBR 9075-1(a) and LBR 2081-1**

18 “[11:391] **PRACTICE POINTERS:** Critical Workers may leave unless they are paid on a
19 regular basis. Thus, unless the motion is promptly filed and granted, the DIP’s continued
operations may be at risk. Consider the following:

20 • ***Coordinate petition filing with payroll due date:*** Time commencement of the
21 bankruptcy case so that it is filed immediately after the workers are paid their weekly/biweekly
22 wages. Or, have the debtor issue a special payroll so that all prepetition wages are paid on the
filing date.

23 • ***Request prepetition payroll checks to be honored by banks post-petition:*** Where
24 workers were paid prepetition wages by prepetition checks that have not been cashed by the time
the case is filed, move the court for an order that the DIP’s bank may honor the checks
postpetition.” Cal. Prac. Guide Bankruptcy Ch. 11-B.

25 Furthermore, pursuant to Local Bankruptcy Rule 2081-1(a)(6), the Motion must be
26 supported by evidence that establishes: (A) the employees are still employed; (B) the necessity

for payment; (C) the benefit of the procedures; (D) the prospect of reorganization; (E) whether the employees are insiders; (F) whether the employees' claim are within the limits established by 11 U.S.C. § 507; and (G) the payment will not render the estate administratively insolvent.

Debtor addresses each of these factors if not previously discussed above.

(a) Employees are Still Employed

All the employees that are identified on **Exhibit 1** are still employed by the Debtor.

(b) The Necessity of the Payment and (c) The Benefit of the Procedures

As the Lin Decl. establishes, Debtor depends on its staff to execute the day-to-day operations of the Debtor. The employees in turn rely on the Debtor to support them and their families. Employees are unlikely to continue working for the Debtor, if they are not paid. The Debtor's business is run, managed, and operated by its employees at the present time. These employees are the business assets. Without the employees, the business will cease to operate.

The Debtor's opinion is that payment of pre-petition wages is necessary to enable the workers to pay their personal living expenses. In addition payment of compensation is necessary to retain their goodwill and future service. Conversely, if wages are not immediately paid, the Debtor believes that all of its employees will resign and seek new employment opportunities elsewhere. If this occurs, the business will close. If Debtor's employees quit, it reduces the value of the estate's assets and impairs the rights of creditors. In contrast, if immediate relief is granted as prayed herein, asset values will be preserved. Under these circumstances, granting relief on an emergency basis is both necessary and appropriate.

(c) The Benefit of the Procedures

The benefit of the procedures is that the employees will avoid hardship if they are paid as usual and the Debtor's business will avoid disruption.

(d) Prospects of Reorganization

Debtor is optimistic about the prospects of its reorganizational efforts. Without question, the Covid-19 pandemic has negatively impacted the country's economy and devastated certain sectors of the economy. Debtor's operations have been impacted by the pandemic as well because of the California Executive Stay at Home Order of March 2020 workers left their corporate offices and began working from home. This negatively impacted the Debtor's business which relies on office refurbishment and redecoration for survival. However, Debtor has a vision to restructure its business including by rejecting three leases and reducing its fixed costs to support a feasible reorganization plan.

(e) Whether The Employees Are Insiders

There are two insiders Frank Lin, President of Cherry Man Industries, Inc. and Edward Kim, Treasurer of Cherry Man Industries, Inc. The gross payroll for all outstanding wages, salaried, employees and employer taxes for the period is approximately \$163,107.02. The gross pay amount of \$163,107.02 includes the two insiders. The amount of the gross pay without the two insiders is \$139,177.09. The two insiders will not be paid at the same time as the other employees. Their pay will be held. The two insiders will follow the compensation guidelines under Local Bankruptcy Rule 2014-1(a)(3).

(f) Whether the Employees' Claims are Within the Limits Established by 11 U.S.C. §

507

As outlined in **Exhibit 1**, and attached hereto, each employee's claims are below the limits established by 11 U.S.C. § 507 below the \$13,650.00 limit. *See Exhibit 1 attached to Lin Declaration.*

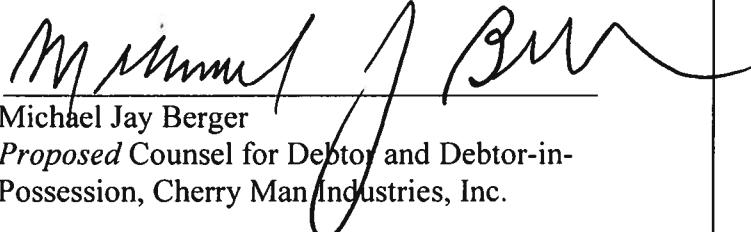
(g) The Payment Will Not Render The Estate Administratively Insolvent.

1 Debtor will have sufficient funds on hand to pay its employees. Debtor's general bank
2 account has a balance of approximately \$1,000,000.00. See Exhibit 3 attached to the Lin Decl.

3 **IV. CONCLUSION**

4 Based upon the foregoing, Debtor respectfully requests that the Court grant the relief
5 prayed for herein.
6

7 Dated: March 21, 2022 LAW OFFICES OF MICHAEL JAY BERGER

8 By: 
9

10 Michael Jay Berger
11 Proposed Counsel for Debtor and Debtor-in-
12 Possession, Cherry Man Industries, Inc.
13

DECLARATION OF FRANK LIN

I, Frank Lin, declare and state as follows:

1. I am the President and majority shareholder of Cherry Man Industries, Inc., the debtor and debtor-in-possession in the above-captioned matter (the "Debtor"). I have personal knowledge of the facts set forth below and if called to testify as to those facts, I could and would competently and truthfully do so.

2. I make this declaration in support of Debtor's Emergency Motion for Order Authorizing Payment of Wages and Related Expenses (the "Motion"). Capitalized terms not defined herein carry the meaning set forth in the above Motion.

3. Cherry Man Industries, Inc. was started in 2002 by me. Debtor is one of the largest nationwide importers and distributors of office furniture case goods. Debtor imports, distributes and sells high end commercial and office furniture with a sophisticated aesthetic manufactured in China and imported to the United States. In addition, Debtor's business is committed to sustainability as a guiding principle. Debtor is headquartered in El Segundo, California, with five distribution centers totaling over one million square feet across the United States in Fontana, CA, Aurora Illinois, Buford, Georgia, Grand Prairie, Texas, and Logan Township, New Jersey.

4. Cherry Man Industries, Inc. ("Debtor") has approximately fifty (50) employees consisting of salaried workers, hourly workers, and commissioned sales people. Debtor normally pays every two weeks on Friday for the two week period ending the preceding Saturday. The Debtor will issue payroll checks on March 25, 2022 for the two week period beginning on March 5, 2022, through and including March 19, 2022 (the "Period"). The gross payroll for all outstanding wages, salaried, employees and employer taxes for the period is approximately \$163,107.02.

5. Attached hereto as **Exhibit 1** is a true and correct spreadsheet containing a roster of the Debtor's employees and the outstanding prepetition wages for the Period.

1 6. In order to maintain employees' morale, prevent employees from quitting, and
2 facilitate a successful reorganization, the Debtor recognizes it needs to meet payroll. The Debtor
3 believes that failure to timely pay its employees will cause its employees to quit and the
4 operation of the business will cease. This will harm creditors and frustrate efforts to reorganize.

5 7. All the employees that are identified on **Exhibit 1** are still employed with the
6 Debtor.

7 8. Debtor will pay the Employees' Compensation only to the extent of the
8 \$13,650.00 priority limit per employee provided by Sections 507(a)(4) and 104 of the
9 Bankruptcy Code. A true and correct copy of each employee's wage claims is attached as hereto
10 as **Exhibit 2**.

11 9. Debtor depends on its staff to carry on the day-to-day operations of the Debtor
12 who in turn rely on the Debtor to support themselves and their families and are unlikely to
13 continue working for the Debtor, if not paid. The Debtor's business relies on these employees.
14 The employees are the assets of the corporation. They are the product and the service. The
15 employees themselves are the personnel who physically provide the on-site, in person security
16 services to our corporate clients. Without the employees, the Debtor will cease to operate.

17 10. It is the Debtor's opinion that payment of pre-petition wages is necessary to
18 enable the workers to pay their personal living expenses, and to retain their goodwill and future
19 service. Conversely, if wages are not immediately paid, I am certain that employees will resign
20 and seek new employment opportunities elsewhere. If this occurs, the business will have to shut
21 down. This will reduce the value of the estate's assets and impair the rights of creditors. In
22 contrast, if immediate relief is granted as prayed for herein, then asset values will be preserved.

23 11. Debtor has a reasonable prospect of reorganization, which is supported by the
24 partial re-opening of the economy and the option for some employees to return to work at their
25 offices. The additional income from the return to pre-pandemic business as usual over the
26 coming quarters will fund Debtor's reorganization. In addition the Debtor plans to reject three
27 leases and to reduce fixed costs.

12. I am an insiders of the Debtor. As an insider, I will follow the compensation guidelines under Local Bankruptcy Rule 2014-1(a)(3).

13. Debtor will have sufficient funds on hand to pay its employees. Debtor's general bank accounts have an aggregate balance of approximately \$1,010,000.00. Attached hereto as **Exhibit 3** is a true and correct copy of Debtor's bank balances in the existing general accounts. These will be closed. The new DIP account has already been opened and transition to its use is underway.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on this 21st day of March in 2022 in Los Angeles, California.

By: _____

EXHIBIT 1

Payroll Register - Company Totals

Company Total	Hours	Earnings		Statutory Deductions	Voluntary Deductions	Net Pay
Company Code						
AFW - Cherry Man Industries, Inc.	Reg O/T Hours 3 Hours 4	3,863.50 Reg 101.38 Earnings 3 0.00 Earnings 5 398.14	148.942.02 O/T 0.00 Earnings 4 Gross 0.00	3,485.46 FIT 10,679.55 SS 163,107.02 Med MEDST State SUI SDI FLI	(690.80) 9,031.59 2,642.21 328.95 429.94 22.52 1,327.37 7.42	50 Pays 5,981.47
Hours Analysis	S Sick	89.00	V Vacation	309.14		
Earnings Analysis	B1 S Corp Health	839.11	B2 S Corp Disabl	13.90	S Sick	1,447.53 V Vacation
Memo Analysis	D Disc Match K1 Eligible Earns	3,698.24 141,497.39	G Eligible Comp PS Sick Hours Bal	133,922.75 2,533.27	I Group Term life PV Vac Hours Bal	7.61 K1 Eligible Earnings 3,120.35
Statutory Ded Analysis	CA CA SDI	(255.51) 1,319.95	GA NJ SDI	295.48 7.42	IL NJ SUI	26.97 NJ NJ FLI
Voluntary Ded Analysis	29 MEP 401K LOAN 1	320.70	31 MEDICAL	197.50	32 MEDICAL	598.94 33 TS DENTAL
	34 TS VISION	29.42	4A MEP 401K LOAN 2	110.18	4K ROTH 401K MEP	258.62 6 PREPAY
	71 CHECKING 2ND	37,902.22	72 CHECKING 3RD	50.00	73 SAVINGS 2ND	1,318.79 A 401K MEP
	B1 S CORP HEALTH	839.11	B2 S CORP DISABL	13.90	J2 MEDICAL FSA	105.39 J9 MET TRM LIF EE
	JA HYATT LEGAL	27.00	JB MET HOSPITAL IN	42.58	JC MET ACCIDENT IN	33.51 JD MET CRITICAL IL
	JE MET SHRT TRM DS P CHILD SUPPORT	117.52 718.35	JF MET ACC D & D VM STATE TAX LEVY	22.40 360.00	JG MET TRM LIF SP X CHECKING	7.00 JH MET TRM LIF CH 83.146.65
Net Payroll	5,981.47	Checks	5	Flagged	26 eVouchers	24
Total Deposits	122417.66	Vouchers	45	Net Cash Pays 1,000.00 or More	42 Paper Vouchers Printed	21
Net Voids	0.00	Adjustments	10			
Net Cash	128,399.13					

EXHIBIT 2

Payroll Register

Payroll Register

Personnel	Hours		Earnings		Gross		Statutory Deductions		Voluntary Deductions		Net Pay		Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local				
Paid-In Department - 554000 - Administration													
Barraza, Patricia	80.00			1,923.08				1,923.08	FIT 149.25 SS 119.24 Med 27.89	S1 CA 44.02 S2 CA 0.00 SDI CA 21.15	29 MEP 401K LOAN 1 A 401K MEP 115.38 X CHECKING 1,285.54	160.61	Voucher#**
Associate ID: 6YR0FJCB File #: 000077 Clock: XC50K W-In Dept: 554000 H Dept: 554000 Rate: 24.0385												0.00	CALC - D - Discr Match 57.69 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 1,923.08 INP - PV - Vac Hours Bal 144.00 CALC - K1 - Eligible Eams 1,923.08
Total Hrs Worked: 80.00													
Delius, Christopher R	60.00			3,173.08				3,173.08	FIT 267.24 SS 196.27 Med 45.91	S1 CA 51.13 S2 CA 0.00 SDI CA 34.82	33 TS DENTAL 7.50 WM STATE TAX LEVY 200.00	190.38	Voucher#**
Associate ID: 17URQQLGN File #: 000133 Clock: XC50K W-In Dept: 554000 H Dept: 554000 Rate: 4.230.7700												0.00	CALC - D - Discr Match 95.19 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 3,173.08 INP - PV - Vac Hours Bal 123.69 CALC - K1 - Eligible Eams 3,173.08
Total Hrs Worked: 60.00													
Hassen, Bob	80.00			5,384.62				5,384.62	FIT 480.60 SS 312.25 Med 73.03	S1 CA 212.20 S2 CA 0.00 SDI CA 55.40	32 MEDICAL 331.79 33 TS DENTAL 13.52 34 TS VISION 2.99 A 401K MEP 323.08 71 CHECKING 2ND 3,579.76	331.79	Voucher#**
Associate ID: NNGST60WK File #: 000207 Clock: XC50K W-In Dept: 554000 H Dept: 554000 Rate: 5,384.6200												0.00	CALC - D - Discr Match 161.54 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 5,384.62 INP - PV - Vac Hours Bal 79.40 CALC - K1 - Eligible Eams 5,384.62
Total Hrs Worked: 80.00													
Ho, Timmy	72.00			2,957.66					FIT 237.97 SS 183.37 Med 42.88	S1 CA 63.44 S2 CA 0.00 SDI CA 32.53	A 401K MEP 177.46 J9 MET TRM LIF EE 4.00 JA HYATT LEGAL 9.00 JB MET HOSPITAL IN 35.58 JC MET ACCIDENT IN 19.31 JD MET CRITICAL IL 14.30 JF MET ACC D & D 5.25 X CHECKING 2,132.57	177.46	Voucher#**
Associate ID: MINYFJUH3 File #: 000078 Clock: XN50K W-In Dept: 554000 H Dept: 2,957.6600 Rate: 2,957.6600												0.00	CALC - D - Discr Match 88.73 INP - PS - Sick Hours Bal 69.34 CALC - G - Eligible Comp 2,957.66 INP - PV - Vac Hours Bal 115.04 CALC - K1 - Eligible Eams 2,957.66
W-In Dept: 554000 H Dept: 554000 Rate: 2,957.6600													
Total Hrs Worked: 72.00													
Kim, David DH	72.00			1,903.85									Voucher#**
Associate ID: JB2JDOCR9 File #: 000164 Clock: XN50K W-In Dept: 554000 H Dept: 26.4424 Rate: 26.4424									FIT 136.37 SS 130.13 Med 30.44	S1 CA 19.87 S2 CA 0.00 SDI CA 23.09	33 TS DENTAL 13.52 34 TS VISION 2.99 X CHECKING 1,758.98	2,115.39	CALC - K1 - Eligible Eams 2,115.39 INP - PS - Sick Hours Bal 80.00 INP - PV - Vac Hours Bal 77.13 0.00
W-In Dept: 554000 H Dept: 26.4424 Rate: 26.4424													
Total Hrs Worked: 72.00													

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Personnel	Earnings				Gross				Statutory Deductions				Voluntary Deductions		Net Pay	Memos
	Hours Reg	O/T H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local								
Liang, Ping Janus Associate ID: IFCP3RSN2 File #: 000197 Clock: XNSOK W-In Dept: 554000 H Dept: 554000 Rate: 2.884.6200	80.00				2.884.62		2,884.62	FIT 262.27 SS 178.85 Med 41.83	S1 CA 107.36 S2 CA 0.00 SDI CA 31.73	J9 MET TRM LIF EE 2 00 X CHECKING 1,827.89		Voucher#	CALC - D - Discr Match 86.54 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 2,884.62 INP - PV - Vac Hours Bal 78.88 CALC - K1 - Eligible Eams 2,884.62			
	Total Hrs Worked: 80.00												0.00			
Littrell, Shawn Associate ID: 5C5FWZLOK File #: 000091 Clock: XC50K W-In Dept: 554000 H Dept: 554000 Rate: 5.384.6200	60.00				4,038.47								Voucher#	CALC - D - Discr Match 20.19 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 4,038.47 INP - PV - Vac Hours Bal 137.52 CALC - K1 - Eligible Eams 4,038.47		
	Total Hrs Worked: 60.00												0.00			
Manko, Zhanna N Associate ID: PBK560VTA File #: 000192 Clock: XC50K W-In Dept: 554000 H Dept: 554000 Rate: 4.615.3900 Other Period Earnings Beg Dt: 03/08/2022 End Dt: 03/12/2022	11.00	V 19.00	634.62	V	1,096.16			1,730.78	FIT 23.08 SS 107.31 Med 25.09	S1 CA 22.06 S2 CA 0.00 SDI CA 19.04	6 PREPAY 1,534.20	Adjustment	INP - K1 - Eligible Eams 1,730.78			
	Total Hrs Worked/Input: 11.00												Void	PP31522		
													0.00			
W-In Dept: 554000 H Dept: 554000 Rate: 4.615.3900 Other Period Earnings Beg Dt: 03/13/2022 End Dt: 03/15/2022	16.00	V 27.04	923.08	V 1,560.00			2,483.08	FIT 110.07 SS 153.95 Med 36.00	S1 CA 47.69 S2 CA 0.00 SDI CA 27.32	6 PREPAY 2,108.05	Adjustment	INP - K1 - Eligible Eams 2,483.08				
	Total Hrs Worked/Input: 16.00												Void	PP31522		
													0.00			
W-In Dept: 554000 H Dept: 554000 Rate: 4.615.3900 Other Period Earnings Beg Dt: 03/15/2022 End Dt: 03/15/2022	60.00		3,461.54				3,461.54	FIT 262.96 SS 214.62 Med 50.19	S1 CA 118.86 S2 CA 0.00 SDI CA 38.08	6 PREPAY 2,776.83	Adjustment	INP - K1 - Eligible Eams 3,461.54				
	Total Hrs Worked/Input: 60.00												Void	PP31522		
													0.00			

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Personnel	Earnings				Voluntary Deductions			Statutory Deductions	Net Pay	Memos
	Hours	Reg	O/T	H 3/4	Reg	O/T	E 3/4			
					V	V	V			
W-in Dept: 554000 H Dept: 4,615,3900 Rate: Other Period Earnings Beg Dt: 03/16/2022 End Dt: 03/16/2022				V 60.00	V 3,461.54			3,461.54 FIT 262.96 S1 CA 118.86 SS 214.62 S2 CA 0.00 Med 50.19 SDI CA 38.08	6 PREPAY 2,776.83	Adjustment Void PP31622 0.00
Manson, John Associate ID: ULSVGF9UW File #: 000069 Clock: XC50K W-in Dept: 554000 H Dept: 554000 Rate: 5,961.5400 W-in Dept: 554000 H Dept: 554000 Rate: 5,961.5400	54.00	V 6.00		V 0.00				4,471.16 FIT 340.56 S1 CA 111.18 SS 277.21 S2 CA 0.00 Med 64.83 SDI CA 49.19	A 401K MEP 670.67 J9 MET TRM LIF EE 16.00 JG MET TRM LIF SP 1.70 X CHECKING 2,939.82	Voucher# 0.00 CALC - D - Discr Match 134.13 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 4,471.16 INP - PV - Vac Hours Bal 174.00 CALC - K1 - Eligible Eams 4,471.16
Murphy, Teddy L Associate ID: XS05WGD2H File #: 000254 W-in Dept: 554000 H Dept: 6,153.8500 Rate: W-in Dept: 554000 H Dept: 6,153.8500 Rate:	80.00							19,487.18 FIT 4,452.86 SS 1,208.21 Med 282.56 SDI CA 214.35	S1 CA 1,720.99 S2 CA 0.00	Voucher#** 0.00 INP - PS - Sick Hours Bal 5.34
Ramirez, Elizabeth Associate ID: 1M498G9NS File #: 000085 Clock: XN50K W-in Dept: 554000 H Dept: 23.7000 Rate: W-in Dept: 554000 H Dept: 23.7000 Rate:	78.00	7.00		1,848.60	248.85				33 TS DENTAL 28.20 34 TS VISION 3.41	Voucher#** 0.00 CALC - K1 - Eligible Eams 2,144.85 INP - PS - Sick Hours Bal 78.00 INP - PV - Vac Hours Bal 114.32
Sible, Tina Associate ID: D3COKOWVB File #: 000051 Clock: XC50K W-in Dept: 554000 H Dept: 2,826.9300 Rate:	80.00			2,826.93				2,826.93 SS 174.81 Med 40.88 SDI CA 31.01	S1 CA 44.44 S2 CA 0.00 4A MEP 401K LOAN 2 48.88 A 401K MEP 28.27 J9 MET TRM LIF EE 10.00 71 CHECKING 2ND 2,107.23 X CHECKING 300.00	Voucher# 0.00 CALC - D - Discr Match 14.14 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 2,826.93 INP - PV - Vac Hours Bal 26.69 CALC - K1 - Eligible Eams 2,826.93

Payroll Register

Personnel	Hours		Earnings			Payroll			Gross		Statutory Deductions		Voluntary Deductions		Net Pay		Memos	
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5		Federal	State/Local								
	Total Hrs Worked: 80.00																	
Tran, Khanh Christopher Associate ID: E701GJ2JL File #: 000225 Clock: XN50K W-In Dept: 554000 H Dept: 2,692.3100 Other Period Earnings Beg Dt: 03/06/2022 End Dt: 03/19/2022	48.00		V 15.10	1,615.39		V 508.17			2,123.56	SS 131.66 Med 30.79	S1 CA 8.34 S2 CA 0.00 SDI CA 23.36	6 PREPAY 1,929.41		Adjustment Void PP31422 0.00	INP - K1 - Eligible Eams 2,123.56			
	Total Hrs Worked/Input: 48.00																	
W-In Dept: 554000 H Dept: 554000 Rate: 2,692.3100 Other Period Earnings Beg Dt: 03/15/2022 End Dt: 03/15/2022	80.00			2,692.31					2,692.31	FIT 33.89 SS 166.92 Med 39.04	S1 CA 33.37 S2 CA 0.00 SDI CA 29.62	6 PREPAY 2,389.47		Adjustment Void PP31522 0.00	INP - K1 - Eligible Eams 2,692.31			
	Total Hrs Worked/Input: 80.00																	
Vasquez, Jennifer Associate ID: 4JCJS37GQ File #: 000055 Clock: XN50K W-In Dept: 554000 H Dept: 554000									0.00 FITT (400.33)	S1 CA 0.00 S2 CA 0.00	6 PREPAY 400.33		Adjustment Void PP31122 0.00	CALC - D - Discr Match 18.16 INP - PS - Sick Hours Bal 72.00 CALC - G - Eligible Comp 3,630.58 INP - PV - Vac Hours Bal 104.95 CALC - K1 - Eligible Eams 3,630.58				
W-In Dept: 554000 H Dept: 554000 Rate: 3,630.5800 Other Period Earnings Beg Dt: 03/15/2022 End Dt: 03/15/2022	72.00			3,630.58					3,630.58	SS 225.10 Med 52.64	S1 CA 76.25 S2 CA 0.00 SDI CA 39.94	29 MEP 401K LOAN 1 A 401K MEP 36.31 71 CHECKING 2ND 3,186.49		Voucher# eVoucher 0.00	CALC - D - Discr Match 18.16 INP - PS - Sick Hours Bal 72.00 CALC - G - Eligible Comp 3,630.58 INP - PV - Vac Hours Bal 104.95 CALC - K1 - Eligible Eams 3,630.58			
	Total Hrs Worked: 72.00																	
Wang, Juli Associate ID: B3SKEP6UG File #: 000060 Clock: XC50K W-In Dept: 554000 H Dept: 2,273.9200 Other Period Earnings Beg Dt: 03/15/2022 End Dt: 03/15/2022	80.00			2,273.92					2,273.92	FIT 76.12 SS 127.67 Med 29.86	S1 CA 4.45 S2 CA 0.00 SDI CA 22.65	31 MEDICAL 197.50 33 TS DENTAL 13.87 34 TS VISION 3.41 A 401K MEP 136.44 X CHECKING 1,661.95		Voucher# 0.00	CALC - D - Discr Match 68.22 INP - PS - Sick Hours Bal 77.36 CALC - G - Eligible Comp 2,273.92 INP - PV - Vac Hours Bal 180.00 CALC - K1 - Eligible Eams 2,273.92			
	Total Hrs Worked: 80.00																	

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Personnel	Hours			Earnings			Gross			Statutory Deductions		Voluntary Deductions		Net Pay	Memos
	Reg	O/T	H 3/4	Reg	O/T	H 3/4	E 3/4	E 5	FIT	Federal	State/Local				
Wang, Wei Associate ID: CPG410GNX File #: 000230 Clock: XN50K W-in Dept: 554000 H Dept: 4.038.4600 Rate:	80.00			4,038.46					4,038.46	FIT 166.35 SS 250.39 Med 58.56	S1 CA 134.01 S2 CA 0.00 SDI CA 44.42	A 401K MEP 242.31 71 CHECKING 2ND 3,142.42		Voucher# eVoucher 0.00	CALC - D - Discr Match 121.15 INP - PS - Sick Hours Bal 4.038.46 CALC - G - Eligible Comp 4,038.46 INP - PV - Vac Hours Bal 16.94 CALC - K1 - Eligible Eams 4,038.46
Total Hrs Worked: 80.00															
Zhu, Jie Associate ID: 9YBTBZ3KT File #: 000073 Clock: XC50K W-in Dept: 554000 H Dept: 19.5500 Rate:	80.00			1,564.00					1,564.00	FIT 14.52 SS 96.97 Med 22.68	S1 CA 0.00 S2 CA 0.00 SDI CA 17.20	73 SAVINGS 2ND 1,318.79		Voucher#** 0.00	CALC - D - Discr Match 46.92 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 1,564.00 INP - PV - Vac Hours Bal 144.00 CALC - K1 - Eligible Eams 1,564.00
Total Hrs Worked: 80.00															
Dept. Total 554000	Reg	1,323.00		Reg	71,733.15		Reg	248.85	FIT	7,594.09	Total Deductions 61,183.79			15 Pays 0.00	
	O/T	7.00		Earnings 3 Earnings 5	0.00		Earnings 4 Gross	6,884.81 78,866.81	SS Med State SDI	4,850.49 1,134.38 3,243.49 860.57					
Hours Analysis	S	18.00	V		141.14										
Earnings Analysis	S	47.40	V		6,837.41										
Memo Analysis	D	912.60	G		39,166.58		K1	15,952.81		K1					43,426.82
Statutory Ded. Analysis	PS	1,067.43	PV		1,516.56										
Voluntary Ded. Analysis	CA	3,243.49	CA SDI		860.57										91.61
	29	208.37	31		197.50		32	331.79		33					13,915.12
	34	12.80	4A		48.88		4K	40.38		6					35.50
	71	12,015.90	73		1,318.79		A	2,446.83		J9					18.00
	JA	9.00	JB		35.58		JC	19.31		JD					200.00
	JF	7.05	JG		1.70		JH	0.10		WM					
	X	30,229.58													

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Personnel	Earnings					Voluntary Deductions			Net Pay	Memos	
	Hours	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local	
Ybanez, Selena Associate ID: 5BIS288SP File #: 000226 Clock: XN50K W-In Dept: 555000 H Dept: 555000 Rate: 21.5000	80.00				1,720.00				1,720.00		
									FIT 18.68 SS 104.68 Med 24.48	S1 CA 9.07 S2 CA 0.00 SDI CA 18.57	
									A 40K MEP	34 TS DENTAL 28.20 34 TS VISION 3.41 J9 MET TRM LIF EE 6.00 JH MET TRM LIF CH 0.10 WM STATE TAX LEVY 50.00 71 CHECKING 2ND 1,405.21	
									J9 MET TRM LIF EE 6.00 JH MET TRM LIF CH 0.10 WM STATE TAX LEVY 50.00 71 CHECKING 2ND 1,405.21	eVoucher 0.00 CALC - K1 - Eligible Earnings 1,720.00	
Total Hrs Worked: 80.00											
Dept. Total 555000	Reg O/T Hours 3 Hours 4	605.20 51.40 0.00 32.20			Reg 15,405.45 Earnings 3 0.00 Earnings 5 0.00	O/T			1,901.79 FIT 687.73 SS 17,994.97 Med State SDI	1,357.63 1,095.41 256.20 586.09 194.35	Total Deductions 14,505.29 8 Pays 0.00
Hours Analysis	S	32.20									
Earnings Analysis	S	687.73									
Memo Analysis	D PS	369.89 277.44			G PV	14,231.69 297.74		K1	109.43	K1 14,231.69	
Statutory Ded. Analysis	CA	586.09			CA SDI	194.35					
Voluntary Ded. Analysis	29 4A 72 JB JF X	16.27 18.80 50.00 7.00 0.38 3,871.14	32 4K A JC JG		178.10 72.86 666.93 6.30 0.60	6 J9 JD JH		33 6 J9 JD JH	142.52 99.85 27.00 2.60 0.20	34 71 JA JE WM	

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Personnel	Earnings				Voluntary Deductions				Net Pay		Memos
	Hours	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 6	Federal	State/Local	
Paid In Department - 556010 - Warehouse CA											
Dwyer, Nigel A.C. Associate ID: RJF045KRY File #: 000236 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 18.0000 W-In Dept: 556010 H Dept: 556010 RROP: 18.0000	80.00	2.20		1,440.00	39.60				1,499.40	FIT 24.54 SS 92.97 Med 21.74	S1 CA 4.08 S2 CA 0.00 SDI CA 16.49
Esplinosa, Frank Associate ID: 081UC0RN6A File #: 000232 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 19.0000 W-In Dept: 556010 H Dept: 556010 RROP: 19.0000	72.00	5.70		1,368.00	108.30				1,530.45	SS 94.89 Med 22.19	S1 CA 36.64 S2 CA 0.00 SDI CA 16.83
Garcia, Ronnie Associate ID: RNGZ32C15 File #: 000098 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 27.5000	79.70	4.50		2,191.75	185.63				2,377.38	FIT 137.21 SS 146.93 Med 34.36	S1 CA 57.19 S2 CA 0.00 SDI CA 26.07
Gonzalez, Fernando Associate ID: G082LZ3KS File #: 000064 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 21.0000	80.00	3.30		1,680.00	103.95				1,783.95	FIT 62.24 SS 110.61 Med 25.87	S1 CA 1.39 S2 CA 0.00 SDI CA 19.63
Mayorga, Olga Associate ID: 9HJ2RY5F File #: 000184 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 18.0000 W-In Dept: 556010 H Dept: 556010 RROP: 18.0000	22.10	0.20		397.80	3.60				1,267.20	FIT 75.27 SS 78.56 Med 18.38	S1 CA 21.63 S2 CA 0.00 SDI CA 13.94

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Personnel	Hours	Earnings					Gross	Statutory Deductions	Voluntary Deductions	Net Pay	Memos
		Reg	OT	H 3/4	Reg	OT					
W-In Dept: 556010 H Dept: 556010 Rate: 18.0000				V 48.00			V 864.00				
		Total Hrs Worked: 22.30									
Miller, Heather L	71.70	4.50		1,792.50	112.50						
Associate ID: P56B2LT79 File #: 000231 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 25.0000											
W-In Dept: 556010 H Dept: 556010 RROP: 25.0000				56.25							
W-In Dept: 556010 H Dept: 556010 Rate: 25.0000			V 8.00			V 200.00					
		Total Hrs Worked: 76.20									
Pierson, Alan	79.90	14.18		1,518.10	269.42						
Associate ID: HYV01C1QA File #: 000244 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 19.0000											
W-In Dept: 556010 H Dept: 556010 RROP: 19.0000				134.71							
		Total Hrs Worked: 94.08									
Ricis, Juan Manuel	80.00			2,307.69							
Associate ID: 7GTZEU06 File #: 000175 Clock: XN50K W-In Dept: 556010 H Dept: 556010 Rate: 2,307.6900											
		Total Hrs Worked: 80.00									
Rodriguez, Joseph J	75.90	1.40		1,518.00	28.00						
Associate ID: JR81P02BQ File #: 000253 W-In Dept: 556010 H Dept: 556010 Rate: 20.0000											
		Total Hrs Worked: 80.00									

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Personnel	Hours	Earnings				Gross	Statutory Deductions	Voluntary Deductions	Net Pay	Memos
		Reg	O/T	H 3/4	Reg					
W-in Dept: 556010 H Dept: 556010 RROP: 20.0000					14.00					
	Tott Hrs Worked: 77.30									
Dept Total 556010	Reg O/T Hours 3 Hours 4	641.30 35.98 0.00 56.00			Reg 14,213.84 Earnings 3 0.00 Earnings 5 0.00	OT 1,131.71 Earnings 4 1,064.00 Gross 16,409.55	FIT 858.35 SS 1,016.47 Med 237.73 State 359.50 SDI 180.34	Total Deductions 8,910.17		9 Pays 4,846.99
Hours Analysis	V	56.00								
Earnings Analysis	V	1,064.00								
Memo Analysis	D	346.06	G	11,535.15	K1	14,849.55	PS			358.40
	PV	385.73								
Statutory Ded. Analysis	CA	369.50	CA SDI	180.34						
Voluntary Ded. Analysis	29	43.08	33	15.00	71	5,108.51	A			715.88
	J9	20.35	JC	7.90	JD	9.10	JE			29.20
	JF	2.48	P	146.53	WM	110.00	X			2,702.14

Payroll Register

Personnel	Hours		Earnings		Gross		Statutory Deductions		Voluntary Deductions		Net Pay	Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local			
Paddin Department - 556020 - Warehouse IL												
Schranner, Marcus W.	63.90					948.92						
Associate ID: 2FD47V13K File #: 000128 Clock: XN50K W-in Dept: 556020 H Dept: 556020 Rate: 14.8500 W-in Dept: 556020 H Dept: 556020 Rate: 14.8500												
Schwarz Jr., Jeffrey M	80.00					2,230.77						
Associate ID: R1GTHX1RE File #: 000145 Clock: XN50K W-in Dept: 556020 H Dept: 556020 Rate: 2,230.7700												
Toledo, Hector J.	71.70					1,147.20						
Associate ID: QSAZBSFWU File #: 000255 Clock: XN50K W-in Dept: 556020 H Dept: 556020 Rate: 16.0000												
Weber, Michael J	63.90					958.50						
Associate ID: MVH5AFFRR File #: 000172 Clock: XN50K W-in Dept: 556020 H Dept: 556020 Rate: 15.0000 W-in Dept: 556020 H Dept: 556020 Rate: 15.0000												
Dept. Total	Reg		279.50			Reg 5,285.39		O/T 0.00	FIT	434.23	Total Deductions 4,625.93	
556020	O/T	Hours 3	0.00			Earnings 3 0.00			SS	354.83		
		Hours 4	0.00			Earnings 5 0.00			Med	82.98		
			32.00						State	264.97		

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Personnel	Hours				Earnings			Gross		Statutory Deductions		Voluntary Deductions		Net Pay		Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local							
Hours Analysis	V			V	32.00											
Earnings Analysis	V			V	477.60											
Memo Analysis	D	138.48	G		4,615.79			K1	4,615.79	PS						189.44
	PV	159.12														
Statutory Ded. Analysis	IL	264.97														
Voluntary Ded. Analysis	A	276.95	J2		40.00			J9	4.00	JE						21.42
	JF	0.98	JG		3.50			JH	0.10	P						100.00
	X	4,179.03														

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Personnel	Hours		Earnings		Gross		Statutory Deductions		Voluntary Deductions		Net Pay	Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local			
PaidIn Department - 556030 - Warehouse GA												
Abney, Dirk L Associate ID: NLNTNO60UG File #: 000165 Clock: XC50K W-in Dept: 556030 H Dept: 556030 Rate: 2,615.3900	80.00			2,615.39				2,615.39	FIT 279.21 SS 162.16 Med 37.92	S1 GA 128.99 S2 GA 0.00	A 401K MEP 156.92 71 CHECKING 2ND 1,850.19	Voucher# eVoucher CALC - D - Discr Match 78.46 INP - PS - Sick Hours Bal 80.00 CALC - G - Eligible Comp 2,615.39 INP - PV - Vac Hours Bal 69.38 CALC - K1 - Eligible Eams 2,615.39 0.00
Dunton, Julian Associate ID: CSFS79TUD File #: 000217 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 16.0000	71.60	0.30		1,145.60	4.80			1,280.80	FIT 75.90 SS 78.94 Med 18.46	S1 GA 44.24 S2 GA 0.00	33 TS DENTAL 7.50 A 401K MEP 76.85 X CHECKING 978.91	Voucher# eVoucher CALC - D - Discr Match 38.42 INP - PS - Sick Hours Bal 13.42 CALC - G - Eligible Comp 1,280.80 INP - PV - Vac Hours Bal 26.80 CALC - K1 - Eligible Eams 1,280.80 0.00
W-in Dept: 556030 H Dept: RROP: Rate: 16.0000				2.40								
W-in Dept: 556030 H Dept: 556030 Rate: 16.0000				\$ 8.00								
Tott Hrs Worked: 80.00												
Dunton, Julian Associate ID: CSFS79TUD File #: 000217 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 16.0000	71.60	0.30		1,145.60	4.80			1,280.80	FIT 75.90 SS 78.94 Med 18.46	S1 GA 44.24 S2 GA 0.00	33 TS DENTAL 7.50 A 401K MEP 76.85 X CHECKING 978.91	Voucher# eVoucher CALC - D - Discr Match 38.42 INP - PS - Sick Hours Bal 13.42 CALC - G - Eligible Comp 1,280.80 INP - PV - Vac Hours Bal 26.80 CALC - K1 - Eligible Eams 1,280.80 0.00
Early, Tyquincy Associate ID: 6QJDQENK File #: 000156 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 20.0000	72.00	5.40		1,440.00	162.00			1,762.00	SS 109.24 Med 25.55	S1 GA 14.55 S2 GA 0.00	29 MEP 401K LOAN 1 52.98 4A MEP 401K LOAN 2 42.50 A 401K MEP 105.72 P CHILD SUPPORT 471.82 71 CHECKING 2ND 939.64	Voucher# eVoucher CALC - D - Discr Match 52.86 INP - PS - Sick Hours Bal 54.89 CALC - G - Eligible Comp 1,762.00 INP - PV - Vac Hours Bal 34.46 CALC - K1 - Eligible Eams 1,762.00 0.00
W-in Dept: 556030 H Dept: 556030 Rate: 20.0000				\$ 8.00								
Tott Hrs Worked: 71.90												
Early, Tyquincy Associate ID: 6QJDQENK File #: 000156 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 20.0000	72.00	5.40		1,440.00	162.00			1,762.00	SS 109.24 Med 25.55	S1 GA 14.55 S2 GA 0.00	29 MEP 401K LOAN 1 52.98 4A MEP 401K LOAN 2 42.50 A 401K MEP 105.72 P CHILD SUPPORT 471.82 71 CHECKING 2ND 939.64	Voucher# eVoucher CALC - D - Discr Match 52.86 INP - PS - Sick Hours Bal 54.89 CALC - G - Eligible Comp 1,762.00 INP - PV - Vac Hours Bal 34.46 CALC - K1 - Eligible Eams 1,762.00 0.00
Hall, Michael Leon Associate ID: DB7G6KLSK File #: 000227 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 18.0000	60.10			1,081.80				1,081.80	FIT 54.36 SS 67.07 Med 15.69	S1 GA 49.89 S2 GA 0.00	A 401K MEP 64.91 J9 MET TRM LIF EE 2.45 JF MET ACC D & D 0.38 71 CHECKING 2ND 827.05	Voucher# eVoucher CALC - D - Discr Match 32.45 INP - PS - Sick Hours Bal 32.06 CALC - G - Eligible Comp 1,081.80 INP - PV - Vac Hours Bal 18.48 CALC - K1 - Eligible Eams 1,081.80 0.00
Tott Hrs Worked: 60.10												
Lewis, Lloyd B. Associate ID: RCCEB1GA8 File #: 000241 Clock: XN50K W-in Dept: 556030 H Dept: 556030 Rate: 19.0000	79.70			1,514.30				1,514.30	FIT 36.67 SS 93.89 Med 21.95	S1 GA 57.81 S2 GA 0.00	A 401K MEP 151.43 J9 MET TRM LIF EE 4.00 JG MET TRM LIF SP 0.70 JH MET TRM LIF CH 0.10 X CHECKING 1,147.75	Voucher# eVoucher CALC - D - Discr Match 45.43 INP - PS - Sick Hours Bal 5.04 CALC - G - Eligible Comp 1,514.30 INP - PV - Vac Hours Bal 4.24 CALC - K1 - Eligible Eams 1,514.30 0.00
Tott Hrs Worked: 80.10												

Payroll Register

Personnel	Hours				Earnings			Gross			Statutory Deductions		Voluntary Deductions		Net Pay		Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 6	Federal	State/Local								
	Total Hrs Worked: 79.70																
Dept Total 556030	Reg O/T Hours 3 Hours 4	5.70 0.00 16.00	363.40 0.00 16.00	Reg Earnings 3 Earnings 5	7,797.09 0.00 0.00	O/T Earnings 4 Gross	169.20 288.00 8,254.29	FIT SS Med State	446.14 511.30 119.57 295.48	Total Deductions 6,881.80							5 Pays 0.00
Hours Analysis	S	16.00															
Earnings Analysis	S	288.00															
Memo Analysis	D PV	247.62 153.36	G	8,254.29	K1	8,254.29									PS		185.41
Statutory Ded. Analysis	GA	295.48															
Voluntary Ded. Analysis	A JH	52.98 0.10	.33 P	7.50 471.82	4A JF X	42.50 0.38 2,126.66											3,616.88 0.70

Payroll Register

Payroll Register

Personnel	Hours		Earnings			Gross		Statutory Deductions		Voluntary Deductions		Net Pay	Memos
	Reg	O/T	H 3/4	Reg	O/T	E 3/4	E 5	Federal	State/Local				
PaidIn Department - 556060 - Warehouse TX													
Esquivel, Osiel J.			40.00	V 40.00		2,423.08	V 0.00						
Associate ID: NP72H1VZF													
File #:	000203												
Clock:	XN50K												
W-in Dept:	556060												
H Dept:	556060												
Rate:	2,423.0800												
W-in Dept:	556060			V 40.00		V 0.00							
H Dept:	556060												
Rate:	2,423.0800												
	Toll Hrs Worked:	40.00											
Martin, Jackie A			78.10	0.40		1,249.60	6.40						
Associate ID: RSNV1E2BS													
File #:	000206												
Clock:	XN50K												
W-in Dept:	556060												
H Dept:	556060												
Rate:	16.0000												
W-in Dept:	556060					3.20							
H Dept:	556060												
RROP:	16.0000												
W-in Dept:	556060			S 1.00		S 16.00							
H Dept:	556060												
Rate:	16.0000												
	Toll Hrs Worked:	78.50											
Moore, Douglas F			79.90			1,438.20							
Associate ID: 6PZXF5UBT													
File #:	000204												
Clock:	XC50K												
W-in Dept:	556060												
H Dept:	556060												
Rate:	18.0000												
	Toll Hrs Worked:	79.90											
Rodriguez, Jimmili			73.60	0.90		1,324.80	16.20						
Associate ID: HPAH3A1E4													
File #:	000228												
Clock:	XN50K												
W-in Dept:	556060												
H Dept:	556060												
Rate:	18.0000												
W-in Dept:	556060												
H Dept:	556060												
RROP:	18.0000												
W-in Dept:	556060			S 5.80		S 104.40							
H Dept:	556060												
Rate:	18.0000												
	Toll Hrs Worked:	74.50											

Payroll Register

Personnel	Hours				Earnings				Gross				Statutory Deductions		Voluntary Deductions		Net Pay		Memos
	Reg	O/T	H 3/4	Reg	O/T	H 3/4	E 3/4	E 6	Reg	O/T	33.90	FIT	Federal	State/Local					
Dept. Total 556060	Reg O/T Hours 3 Hours 4	271.60 1.30 0.00 86.80		Reg Earnings 3 Earnings 5	6,435.68 0.00 0.00		Reg Earnings 4 Gross	33.90 120.40 6,589.98	O/T Earnings 4 Gross	403.04 398.56 93.20		Total Deductions 4,560.70						4 Pays 1,134.48	
Hours Analysis	S	6.80	V		80.00														
Earnings Analysis	S	120.40	G		6,589.98				K1	6,589.98			PS					208.23	
Memo Analysis	D	197.71	G																
	PV	109.52																	
Voluntary Ded. Analysis	32	89.05	34		7.23				4K	145.38			71					3,936.15	
	A	250.01	J2		65.39				J9	6.50			JA					9.00	
	JE	44.94	JF		6.45				JG	0.50			JH					0.10	

EXHIBIT 3

PLAT BUS CHECKING (...1161) >

\$433,876.03	\$0.00	\$433,876.03
Available balance.....	Available credit	Available plus credit
\$433,876.03		

Disclosures

JPMorgan Chase Bank, N.A. and its affiliates (collectively "JPMCB") offer investment products, which may include bank managed accounts and custody, as part of its trust and fiduciary services. Other investment products and services, such as brokerage and advisory accounts, are offered through J.P. Morgan Securities LLC (JPMS), a member of EINRA and SIPC. Annuities are made available through Chase Insurance Agency, Inc. (CIA), a licensed insurance agency, doing business as Chase Insurance Agency Services, Inc. in Florida. JPMCB, JPMS and CIA are affiliated companies under the common control of JPMorgan Chase & Co. Products not available in all states.

INVESTMENT AND INSURANCE PRODUCTS ARE:

- NOT FDIC INSURED
- NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY
- NOT A DEPOSIT OR OTHER OBLIGATION OF, OR GUARANTEED BY,
JPMORGAN CHASE BANK, N.A. OR ANY OF ITS AFFILIATES
- SUBJECT TO INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF
THE PRINCIPAL AMOUNT INVESTED

The screenshot shows the Cathay Business Online Banking interface. At the top, there's a header bar with the bank's logo, a search bar, and navigation links for Home, Business, Banking Services, and Business Online Banking.

The main content area includes:

- Recent Alerts & Messages:** 63 items, including 1 reward wire transfer and 1 pending alert.
- Calendar:** A monthly calendar for March 2022.
- Balance Snapshot:** A panel stating "You do not have accounts selected for display in this information panel." It includes a link to "Edit accounts displayed".
- Important Account Balances:** A table showing account details:

Account Type	Account Number	Last Update
CHECKING	7115	As of 03/19/2022
CHECKING	12522	\$150,711.12
Savings	12522	\$2,09
BUSINESS MONEY MARKET	12522	\$421,291.29
- Balance Trends:** A panel stating "You do not have any accounts selected for display in this information panel." It includes a link to "Edit accounts displayed".
- Next Scheduled Requests:** A panel stating "There are no scheduled requests."
- Transfers & Payments Approval:** A panel stating "There are no requests waiting for your approval." It includes a link to "View by By account # 13002985".
- Loan Accounts:** A table showing loan account details:

Account Type	Account Number	Last Update
CHERRY MORN INDUSTRIES INC Loan Account	16655	Data not yet available
Commercial Loan Account	12522	Data not yet available
Loans	12522	\$13,799,460.03 Current balance
Loan Account	12522	\$203,553.11 Current balance
LOAN ACCOUNT	12522	Data not yet available
- Exceptions Decision:** A table showing exception details:

Type	By	Decisions
ACH Positive Pay		0 decisions
- Shortcuts:** A section with "Favorites" and a link to "Edit Favorites". It also includes a link to "Manage payment / Manage templates".

In re: Cherry Man Industries, Inc. Debtor(s).	CHAPTER: 11 CASE NUMBER: 2:22-bk-11471-NB
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
9454 Wilshire Boulevard, 6th floor
Beverly Hills, CA 90212

A true and correct copy of the foregoing document entitled (*specify*): **DEBTOR'S NOTICE OF MOTION AND EMERGENCY MOTION FOR ORDER AUTHORIZING PAYMENT OF WAGES AND RELATED EXPENSES; MEMORANDUM OF POINTS AND AUTHORITIES; DECLARATION OF FRANK LIN IN SUPPORT THEREOF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On 3/21/2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Debtor's Counsel: Michael Jay Berger michael.berger@bankruptcypower.com,
yathida.nipha@bankruptcypower.com;michael.berger@ecf.inforuptcy.com
Interest Party: Michael J Gomez mgomez@frandzel.com, dmoore@frandzel.com
OUST's Counsel: Dare Law dare.law@usdoj.gov, ron.maroko@usdoj.gov
United States Trustee (LA) ustpreigion16.la.ecf@usdoj.gov
Interested Party: Gerrick Warrington gwarrington@frandzel.com, sking@frandzel.com

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On ___, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on 3/21/2022, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

3/21/2022

Karine Manvelian

Date

Printed Name

/s/ Karine Manvelian

Signature

OFFICE OF THE U.S. TRUSTEE

Office of the U.S. Trustee
Dare Law and Ron Maroko
dare.law@usdoj.gov
ron.maroko@usdoj.gov

SECURED CREDITORS

SBA
Attn: Elan S. Levey, Esq.
Served by email
elan.levey@usdoj.gov

CATHAY BANK
c/o Michael J. Gomez and Gerrick M. Warrington
Served by email:
mgomez@frandzel.com, gwarrington@franzel.com
dmoore@frandzel.com

HYG Financial Services, Inc.
Served by email
HYGFinancial@myleasingsource.com

20 LARGEST UNSECURED CREDITORS

Anji DEKA OFFICE SYSTEM CO
Served by Email
tim@dkeoffice.com;
emmadocument@dkeoffice.com

AVERIT EXPRESS
Served by email
customerservice@everitexpress.com

BYRNE ELECTRICAL
Served by Fax
616-866-3461

DANDEE PALLET & PACKAGING INC
Served by Fax
888-398-3043

DAYTON FRIEGHT
Served by email
customerservice@daytonfreight.com

DE-WELL GROUP
Served by email
jbecerra@us.de-well.com

ECHO GLOBAL LOGISTICS INC
Served by email
ar@echo.com

JUST PALLETS AND CRATES LLC
Served by email
orders@justpallets.com

Luckywood (Taicang) Co., Ltd
Served by Email
zengchongfeng@luckywood-sh.com

NEW PENN
Served by Fax
717-274-5593

PREFERRED PALLETS INC
Served by email
prefferredpallet@sbcglobal.net

PRIME TRANS, INC
Served by fax
310-638-0112

QX-ORIENTAL INTERNATIONAL
Served by email
zengchongfeng@luckywood-sh.com

R & L CARRIERS
Served by Fax
310-638-0112

SHANGHAI LIANYING IMPORT
sales.dept@kaibojjs.com

SHANGHAI REAL HONG INTL
Served by Email
jodyfei@163.com

ZHEJIANG RUNDA KEHONG
Served by email
kehong001@ajkhjj.com

ZHEJIANG WALSN FURNITURE CO

Served by email

1106863197@qq.com